



November 1, 2004

Mr. Michael Ramsay, Chairman and CEO
TiVo Inc.
2160 Gold Street
P.O. Box 2160
Alviso California
USA 95002-2160

By facsimile and airmail

Subject: US Patent No. 5,828,402
Canadian Patent No. 2,179,474

Dear Mr. Ramsay,

Tri-Vision would like to bring the following information to the attention of all television/receiver products (such as Set Top Boxes), providing brand name and/or OEM products for Canada and the United States.

The government of the U.S.A. through the Federal Communications Commission (FCC) has recently mandated the feature of "downloadability" for V-Chip (content rating systems) in **digital television receiver products** including devices which are sold without an associated display device. The Report and Order was published in the United States Federal Register on October 4, 2004. Subject to a phase-in period, all digital television receivers sold in the U.S. must have the ability to reconfigure, using remotely transmitted signals, the Parental Guidance Rating Systems used in the V-Chips of these receivers. See FCC Order 04-192, paragraphs 154-159, which can be found at:

http://hraunfoss.fcc.gov/edocs_public/attachmatch/FCC-04-192A1.pdf.

The rules are applicable to digital television tuners sold with or without an associated display device. Such products would include, for example, set top boxes, PCI tuner cards and digital recorders.

Tri-Vision has the sole rights to U.S. Patent No. 5,828,402 ('402 Patent) and Canadian Patent No. 2,179,474 ('474 Patent) covering these mandated V-Chip features. At the request of the Consumer Electronics Association (CEA), Tri-Vision has made an IP proffer offering to license the '402 Patent on reasonable and non-discriminatory terms. Tri-Vision has granted licenses to many major consumer electronics manufacturers. Copies of both Patents, a list of Tri-Vision's Licensees signed thus far under one or both patents and added information can be found at

<http://www.tri-vision.ca/v-chip/license.html>

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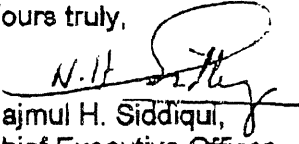
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In the spirit of cooperation, as a display of its commitment to the CEA and also to expedite and facilitate compliance with the FCC mandate for downloadability Tri-Vision is prepared to offer your company a license under the '402 and the '474 Patents, for a royalty of US\$1.25 or 0.9% per unit, whichever is less.

Please note that this offer to license the '402 and '474 Patents at the above royalty rate is time limited and will expire on January 31, 2005. After that date, Tri-Vision will continue to offer to license the '402 and '474 Patents, but the royalty rate will increase to US\$1.55 or 1% per unit (whichever is less) until June 30, 2005, after which time the royalty rate may again be increased.

Please direct to my attention any questions or requests for copies of the Tri-Vision Patents, our standard licensing agreement form or other materials to assist in your review.

Yours truly,


Najmul H. Siddiqui,
Chief Executive Officer
Tri-Vision Electronics Inc.